



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

—
Writer's Direct Dial Number

(804) 629-2818

RECORDED 12784-L
OCT 7 1994-3 25 PM
INTERSTATE COMMERCE COMMISSION

October 5, 1994

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of September 16, 1994. The primary document to which this is connected is recorded under Recordation No. 12784.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR: Chemical Bank
55 Water Street
New York, New York 10041

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

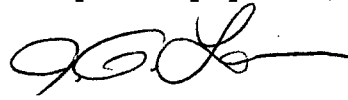
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
12	Pulpwood Cars	LP	SOU 142178 142156 142173 142150 142214 142225 142126 142179 142136 142205 142200 142142
11	Covered Hopper Cars	LO	88742 88892 92203 92222 92225 92297 92308 92322 92327 92354 92385

A fee of \$21.00 is enclosed. Please return (3) three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of September 16, 1994, with respect to Equipment Trust Agreement with Recordation No. 12784, dated February 1, 1981, covering twelve (12) pulpwood cars, numbered SOU 142178, 142156, 142173, 142150, 142214, 142225, 142126, 142179, 142136, 142205, 142200, and 142142, changed to NS 111340, 111412, 111416, 111418, 111427, 111428, 111429, 111399, 111435, 111386, 111391, and 111335, and eleven (11) covered hopper cars, numbered SOU 88742, 88892, 92203, 92222, 92225, 92297, 92308, 92322, 92327, 92354, and 92385, changed to NS 257511, 257512, 233800, 233801, 233802, 233803, 233804, 233805, 233806, 233807, and 233808, respectively.

Very truly yours,



J. Gary Lane

cc: Chemical Bank
55 Water Street
New York, New York 10041

OCT 7 1994-3 55 PM

STATEMENT OF NEW NUMBERS

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO TWELVE (12) 70-TON PULPWOOD CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 142178, 142156, 142173, 142150, 142214, 142225, 142126, 142179, 142136, 142205, 142200, AND 142142, TWO (2) 100-TON 4,750 CU. FT. CAPACITY COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 88742 AND 88892, AND NINE (9) 100-TON 3,000 CU. FT. CAPACITY COVERED HOPPER CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 92203, 92222, 92225, 92297, 92308, 92322, 92327, 92354 AND 92385, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF FEBRUARY 1, 1981, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND CHEMICAL BANK, AS TRUSTEE

Old Road Number
AssignedNew Road Number
Assigned

SOU 142178	NS 111340
142156	111412
142173	111416
142150	111418
142214	111427
142225	111428
142126	111429
142179	111399
142136	111435
142205	111386
142200	111391
142142	111335
88742	257511
88892	257512
92203	233800
92222	233801
92225	233802
92297	233803
92308	233804
92322	233805
92327	233806
92354	233807
92385	233808

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 16th day of September, 1994.

NORFOLK SOUTHERN RAILWAY COMPANY

By: W. H. R. R.
Vice President

ATTEST:

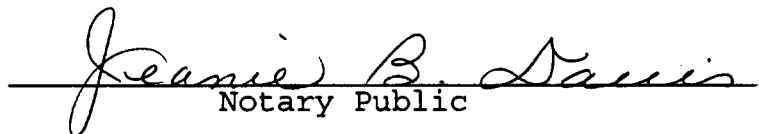
Dezora M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK)

ss:

On this *16th* day of September, 1994, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.


Notary Public

My Commission expires: _____

MAY 29, 1995